

BUTLER SNOW LLP

Adam M. Langley (admitted *pro hac vice*)
R. Campbell Hillyer (admitted *pro hac vice*)
6075 Poplar Avenue, Suite 500
Memphis, TN 38119
Telephone: (901) 680-7316
adam.langley@butlersnow.com

and

Candice Carson (TX Bar No. 24074006)
2911 Turtle Creek Blvd., Suite 1400
Dallas, Texas 75219
Telephone: (469) 680-5502
candice.carson@butlersnow.com

*Counsel for FedEx Supply Chain
Logistics & Electronics, Inc.*

DLA PIPER LLP (US)

James Muenker (TX Bar No. 24002659)
Noah M. Schottenstein (TX Bar No. 24100661)
1900 N. Pearl Street, Suite 2200
Dallas, Texas 75201
Telephone: (214) 743-4500
noah.m.schottenstein@us.dlapiper.com
james.muenker@us.dlapiper.com

Counsel for ARRIS Solutions, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

-----	§	Chapter 7
In re:	§	
	§	
GOODMAN NETWORKS, INC.	§	Case No. 22-31641 (MVL)
	§	
Debtor.	§	
.....	§	

**FEDEX SUPPLY CHAIN LOGISTICS & ELECTRONICS, INC.
AND ARRIS SOLUTIONS' WITNESS AND EXHIBIT LIST
FOR HEARING ON OCTOBER 10, 2023, AT 9:30 A.M. (CT)**

FedEx Supply Chain Logistics & Electronics, Inc. ("FSCLE") and ARRIS Solutions, Inc. ("ARRIS") (FSCLE and ARRIS together are the "Objectors"), by and through their undersigned counsel, hereby designate the following witnesses and exhibits (the "Witness and Exhibit List") for the hearing scheduled on October 10, 2023, at 9:30 a.m. (CT) (the "Hearing") before the

Honorable Michelle V. Larson at the United States Bankruptcy Court for the Northern District of Texas.

A. WITNESSES

	Witness
1.	Scott Seidel, Chapter 7 Trustee
2.	Lawrence “Bater” Bates
3.	David Montgomery
4.	James Goodman
5.	Any witness necessary to authenticate a document
6.	Any rebuttal and/or impeachment witnesses
7.	Any person listed on the witness list of another party

B. EXHIBITS

The Objectors may offer into evidence any of the following exhibits at the Hearing:

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
1	Deposition Transcript of Chapter 7 Trustee/Scott Seidel			
2	Loan Agreement			
3	Promissory Note			
4	Security Agreement			
5	Loan Agreement			
6	Promissory Note			
7	Security Agreement			

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
8	Pledge and Security Agreement – James Goodman			
9	Pledge and Security Agreement – John Goodman			
10	Goodman Networks Incorporated Current Report			
11	Prosperity Bank Statement for Acct. 3992			
12	Assignment of Deposit Account			
13	Prosperity Bank Statement for Acct. 4352			
14	Deposition excerpts of the Corporate Representative of Prosperity Bank			
15	Deposit Account Control Agreement			
16	Notice of Exclusive Control – Account Control Agreement			
17	Reed Smith Letter re: Goodman Networks, Inc. 8% Senior Secured Notes Due 2022			
18	Prosperity Bank Letter re: Goodman Networks DACA Transaction Requests			
19	Prosperity Bank Proof Daily Transaction Journal			
20	Reed Smith email re: Goodman Networks hold on funds			
21	Prosperity Bank email re: Goodman – Extension Instructions of D&O Coverage			
22	Akerman email re: Goodman Funds at Prosperity Bank			
23	John Goodman email re: Prosperity Bank Funds			
24	Prosperity Bank email re: Term Loan for Genesis Telecom			
25	Prosperity Bank email re: Endeavor/Goodman – Due Diligence Items			
26	Davor Rukavina email re: Goodman Funds held at Prosperity Bank			
27	Brenda Funk email re: Goodman Prosperity Bank Escrow			
28	Phillip Guffy email re: Goodman – Prosperity DACA for the 3992 account			
29	Brenda Funk email re: Goodman – Prosperity Escrow			

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
30	Victoria Argeroplos email re: Goodman – Prosperity Escrow			
31	Collective Exhibit of Financial Documents			
32	Davor Rukavina email re: Goodman – Prosperity Bank Proposed Surcharge			
33	Davor Rukavina email re: Ultimatum to Prosperity Bank			
34	Davor Rukavina email re: Preparing to File Suit Against Prosperity Bank			
35	Davor Rukavina email re: Ready to File Suit if no Settlement is Reached			
36	Trustee’s Original Complaint			
37	Davor Rukavina email re: Prosperity Bank Stalling – Ready to File the Complaint			
38	Eric Schaffer email re: Discussion Regarding Filing Suit			
39	Victoria Argeroplos email re: Prosperity Bank has Agreed to the Settlement			
40	Davor Rukavina email re: Prosperity Bank Accepted the Settlement			
41	Davor Rukavina email re: Request for a Response to the 506© Offer			
42	Victoria Argeroplos email re: Edits to the Stipulation and Agreed Order			
43	Draft Stipulation and Agreed Order			
44	Davor Rukavina email re: Time to Make a Deal on the Surcharge			
45	Davor Rukavina email re: Trustee’s Charges			
46	Draft Stipulation and Agreed Order			
47	Victoria Argeroplos email re: Would Prefer a Global Agreement			
48	Davor Rukavina email re: Attorneys Fees Claim of the Bondholders			
49	Davor Rukavina email re: Trustee will Agree to the \$100K			
50	Paul Silverstein email re: Agreement with Trustee’s Proposal			
51	Victoria Argeroplos email to Goodman re: Prosperity Bank – Notice of Default			
52	Notice of Default Intent to Accelerate and Demand for Payment			

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
53	James Goodman email re: Thought this was resolved			
54	David Montgomery email re: Releasing cash held in escrow to bankruptcy trustee – request for James Goodman’s deposition transcript from trustee			
55	Brenda Funk email re: attempts to locate funds being released to the trustee			
56	Brenda Funk email re: Request for account history			
57	Brenda Funk email re: Request for update on request			
58	Cam Hillyer email re: Draft Objection to Prosperity Bank 9019 Settlement 040723			
59	Brenda Funk email re: Prosperity Bank Communications			
60	Eric Schaffer email re: Goodman-Bondholder UCC Analysis re: Prosperity Funds			
61	Prosperity 9019 Motion UCC Analysis			
62	Victoria Argeroplos email re: Prosperity Communications			
63	Eric Schaffer email re: Has a few questions for Davor Rukavina			
64	Paul Silverstein email re: Status of agreed 9019 motion			
65	Davor Rukavina email re: Request for Bondholders to up the agreed surcharge to \$250k			
66	Adam Langley email re: Request for trustee to withdraw the 9019 motion			
67	Eric Schaffer email re: Initial reactions to Davor Rukavina’s surcharge email			
68	Paul Silverstein email re: Prosperity Settlement			
69	Davor Rukavina email re: Trustee being pressured to withdraw from the settlement – new proposal			
70	Eric Schaffer email re: Settlement			
71	Davor Rukavina email re: Aggressive tactics not well received			

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
72	Davor Rukavina email re: Need banks response to proposal or will withdraw settlement motion			
73	Davor Rukavina email re: Trustee has given two options – needs answer by 5 p.m.			
74	Victoria Argeroplos email re: Bank accepts the \$200k payment term			
75	Eric Schaffer email re: Settlement			
76	Eric Schaffer email re: Close call – take out of motion			
77	Davor Rukavina email re: Will revise the motion			
78	Eric Schaffer email re: FedEx needs to file their objection – no good purpose is served by delay			
79	Trustee’s Responses and Answers to Joint First Requests for Admissions			
80	Trustee’s Responses and Answers to Joint First Set of Interrogatories			
81	Bondholder’s Responses and Objections to FedEx Supply Chain Logistics & Electronics, Inc. and Arris Solutions, Inc.’s Joint First Requests for Admissions. Joint First Requests for Production, and Joint First Set of Interrogatories			
82	Filed Deposit Account Control Agreement			
83	Filed Prosperity Bank statement for account ending 3992			
84	Filed Prosperity Bank letter re: Goodman Networks DACA Transaction Requests			
85	Notice to Take Deposition of Prosperity Pursuant to Fed.R.Civ.P.26 and Fed.R.Bankr.P.7030			
86	Attachment A to the Notice of Deposition			
87	Prosperity Bank Business Records Affidavit			
88	Deposit Account Control Agreement			
89	Loan Agreement			
90	Promissory Note			
91	Loan Agreement			

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
92	Promissory Note			
93	Security Agreement			
94	Security Agreement			
95	Pledge and Security Agreement			
96	Pledge and Security Agreement			
97	Assignment of Deposit Account			
98	Prosperity Bank statement for account ending 3992			
99	Prosperity Bank statement for account ending 4352			
100	Prosperity Bank letter re: Goodman Networks DACA Transaction Requests			
101	Genesis Network Loan Inquiry			
102	Notice of Exclusive Control – Account Control Agreement			
103	Michele Ross email re: Goodman DACAs			
104	Reed Smith letter re: Goodman Networks Incorporated 5% Senior Secured Notes Due 2022			
105	Prosperity Bank’s Reply to the Joint Response and Objection of FedEx Supply Chain Logistics and Electronics, Inc. and Arris Solutions, Inc. to Trustee’s Amended Motion for Approval of Compromise and Settlement with Prosperity Bank and UMB Bank, National Association			
106	Michele Ross email re: Need to address how the funds should be held			
107	Baxter Bates email re: Goodman – Extension Instruction of D&O Coverage			
108	David Parham email re: Goodman Funds at Prosperity			
109	David Parham email re: Goodman Funds at Prosperity			
110	John Goodman email re: Debt dispute with Baxter Bates			
111	Baxter Bates email re: Term Loan			
112	David Montgomery email to James Goodman re: Planning Motion to release collateral back to bank to satisfy loan			

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
113	David Montgomery email to James Goodman re: Notice of Default			
114	Procedure – Critical Alert Add, Change or Delete			
115	Prosperity Bank Proof Daily Transaction Journal			
116	Prosperity Bank’s Responses to FedEx Supply Chain Logistics and Electronics, Inc. and Arris Solutions, Inc.’s Requests for Admission and Interrogatories			
117	Notice to Take Deposition of Trustee Scott Seidel Pursuant to Fed.R.Civ.P.26 and Fed.R.Bankr.P.7030			
118	Prosperity Bank letter re: Goodman Networks DACA Transaction Requests			
119	Davor Rukavina email re: Trustee is going after Prosperity Bank money			
120	Davor Rukavina email re: Trustee would like to propose an agreed surcharge amount			
121	Paul Silvertein email re: request for update after discussion with Prosperity			
122	Davor Rukavina email re: update on discussion with Prosperity			
123	Victoria Argeroplos email re: Goodman Prosperity Escrow			
124	Davor Rukavina email re: Preparing to sue the bank without meaningful offer			
125	Eric Schaffer email re: Needs to update client – request for more information			
126	Davor Rukavina email re: request for documents showing the \$4.6MM transfer from Goodman to Prosperity			
127	Eric Schaffer email re: doesn’t have documentation of the transfer			
128	Davor Rukavina email re: has not heard from Prosperity – ready to file Complaint			
129	Trustee’s Original Complaint			
130	Eric Schaffer email re: hopes to resolve cash collateral issues on an agreed basis			

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
131	Victoria Argeroplos email re: Prosperity has approved the settlement			
132	Davor Rukavina email re: thinks they have an all-around deal that puts Prosperity to rest			
133	Brenda Funk email re: request for statement and account history from Prosperity			
134	Brenda Funk email re: welcome discussion regarding how the funds should be distributed			
135	Trustee's Motion Under Bankruptcy Rule 9019 for Approval of Settlement and Compromise with Prosperity Bank and UMB Bank, National Association			
136	Davor Rukavina email re: Trustee is being pushed by biggest creditors to withdraw from the settlement with Prosperity			
137	Prosperity Bank's Reply to the Joint Response and Objection of FedEx Supply Chain Logistics and Electronics, Inc. and Arris Solutions, Inc. to Trustee's Amended Motion for Approval of Compromise and Settlement with Prosperity Bank and UMB Bank, National Association			
138	Trustee's Second Amended Motion Under Bankruptcy Rule 9019 for Approval of Settlement and Compromise with Prosperity Bank and UMB Bank, National Association			
139	Adam Langley email re: request for Trustee to withdraw the 9019			
140	Eric Schaffer email re: request to remove "close call" language			
141	Trustee's Amended Motion Under Bankruptcy Rule 9019 for Approval of Settlement and Compromise with Prosperity Bank and UMB Bank, National Association			
142	Trustee's Responses and Answer to Joint First Requests for Admissions			
143	Trustee's Responses and Answer to Joint First Set of Interrogatories			

NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED
144	Prosperity Bank letter re: Goodman Networks DACA Transaction Requests			
145	Davor Rukavina email re: has not heard back from Prosperity			
146	Scott Seidel, Chapter 7 Trustee of Goodman Networks, Inc.'s Response to Creditors' Joint Second Requests for Admission			
147	Scott Seidel, Chapter 7 Trustee of Goodman Networks, Inc.'s Response to Creditors' Joint Second Set of Interrogatories			
148	Davor Rukavina letter re: objections and responses of the Trustee to FSCLE and Arris Solutions Amended Joint Second Requests for Production to Scott Seidel, Chapter 7 Trustee			
149	Deposition Transcript of Prosperity Bank/David Montgomery 30(b)(6)			
150	Deposition Transcript of James Goodman			
	Any document or pleading filed in the above-captioned case			
	Any exhibit introduced by any other party			
	Rebuttal exhibits as necessary			

The Objectors reserve the right to rely upon and use as evidence (i) additional documents produced by the Trustee; (ii) additional documents produced by any other parties in interest; (iii) exhibits included on the exhibit lists of any other parties in interest, (iv) any demonstrative exhibits; and (v) any pleading, hearing transcript, or other document filed with the Court in this bankruptcy cases.

Dated: October 6, 2023

BUTLER SNOW LLP

/s/ R. Campbell Hillyer

Adam M. Langley (admitted *pro hac vice*)

R. Campbell Hillyer (admitted *pro hac vice*)

6075 Poplar Avenue, Suite 500

Memphis, TN 38119

Telephone: (901) 680-7316

adam.langley@butlersnow.com

cam.hillyer@butlersnow.com

Candice Carson (TX Bar No. 24074006)

2911 Turtle Creek Blvd., Suite 1400

Dallas, Texas 75219

Telephone: (469) 680-5502

candice.carson@butlersnow.com

*Counsel for FedEx Supply Chain Logistics
& Electronics, Inc.*

DLA PIPER LLP (US)

/s/ Noah M. Schottenstein

Noah M. Schottenstein

Texas Bar No. 24100661

James Muenker

Texas Bar No. 24002659

1900 N. Pearl Street, Suite 2200

Dallas, Texas 75201

Telephone: (214) 743-4500

Facsimile: (214) 743-4545

noah.m.schottenstein@us.dlapiper.com

james.muenker@us.dlapiper.com

Counsel for ARRIS Solutions, Inc.

CERTIFICATE OF SERVICE

I, R. Campbell Hillyer, certify that the foregoing pleading was filed electronically through the Court's ECF system and served electronically on all parties enlisted to receive service electronically in this case.

Dated: October 6, 2023

/s/ R. Campbell Hillyer
R. Campbell Hillyer